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CLIENT/MATTER NUMBER  
055045-0104

**VIA HAND DELIVERY**

Randy Blumer  
Acting Commissioner of Insurance  
State of Wisconsin  
121 East Wilson Street  
Madison, WI 53702

Re: Milwaukee Mutual Insurance Company Second Amended and  
Restated Mutual Holding Company Plan

Dear Acting Commissioner Blumer:

Following discussions among ourselves, Dan Doucette, and your staff including Guenther Ruch and Steven Junior, and pursuant to Sections 644.07(4) and 644.07(9) of the Wisconsin Insurance Code, and on behalf of the Board of Directors of Milwaukee Mutual Insurance Company ("MMIC"), we respectfully submit for your review and approval three sets of the enclosed Second Amended and Restated Mutual Holding Company Plan and supporting documentation relating to MMIC's proposed restructuring to a Wisconsin mutual holding company structure (the "Restructuring"). Detailed descriptions of the Restructuring are contained in the Second Amended and Restated Mutual Holding Company Plan and the draft Policyholder Information Statement included herein. We look forward to continuing to work with you and your staff on this matter and stand ready to answer any questions and provide any supplemental materials you deem necessary.

By this filing, MMIC hereby withdraws the Amended and Restated Mutual Holding Company Plan and all corresponding documentation previously filed with the Commissioner's Office on or around October 21, 2002, and replaces the same with the Second Amended and Restated Mutual Holding Company Plan and supporting documentation referred to above.

001.1377809.1

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Should you have any questions regarding this submission, please do not hesitate to contact me.

Best regards,

Joseph C. Branch

JCB/trh

Enclosures

cc: Guenther Ruch (w/o encl.)  
Steven Junior (w/encl.)  
Daniel R. Doucette (w/encl.)  
Kevin G. Fitzgerald (w/encl.)  
Thomas R. Hrdlick (w/encl.)